

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

**Final Terms dated 21 June 2017 (and as amended on 26 June 2017)**

**Compass Group PLC**

**Compass Group International B.V.**

**£4,000,000,000 Euro Medium Term Note Programme (the "Programme")**

**unconditionally and irrevocably guaranteed, in the case of Notes issued by Compass Group International B.V.,  
by Compass Group PLC**

**Issue of GBP 300,000,000 2.000 per cent. Notes due 2029**

#### **PART A – CONTRACTUAL TERMS**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive (as defined below) or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 31 May 2017 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the market news section of the London Stock Exchange website ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)).

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|----|-----------------------------------|---|
| 1. | Issuer:                           | Compass Group PLC                         |
| 2. | (i) Series Number:                | 6   |
|    | (ii) Tranche:                     | 1   |
| 3. | Specified Currency or Currencies: | Sterling (" <b>GBP</b> " or " <b>£</b> ") |

4.	Aggregate Nominal Amount:	GBP 300,000,000
5.	Issue Price:	99.788 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	GBP 100,000 plus integral multiples of GBP 1,000 in excess thereof
	(ii) Calculation Amount:	GBP 1,000
7.	(i) Issue Date:	3 July 2017
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	3 July 2029
9.	Interest Basis:	2.000 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest:	Not Applicable
12.	Put/Call Options:	Call Option applicable, see item 17 below
13.	Date approval for issuance of Notes obtained:	9 June 2017

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.000 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	3 July in each year
	(iii) Fixed Coupon Amount(s):	£20.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	<i>Par Call:</i> Any date from and including 3 April 2029 to, but excluding, the Maturity Date at the Optional Redemption Amount – Par Call (as defined below).  <i>Make-Whole Call:</i> Any date from the Issue Date to, but excluding 3 April 2029 at the Optional Redemption Amount – Make-Whole Call (as defined below).
	(ii) Optional Redemption Amount(s) of each Note:	<i>Par Call:</i> £1,000 per Calculation Amount  <i>Make-Whole Call:</i> Spens Amount

	(a)	Redemption Margin:	0.15 per cent.
	(b)	Reference Bond:	UKT 6.000 per cent. due December 2028
	(c)	Quotation Time:	10AM London time
	(d)	Par Redemption Date:	3 April 2029
	(iii)	Redeemable in part	Not Applicable
	(iv)	Notice period	Condition 9(C) is applicable
18.		<b>Put Option</b>	Not Applicable
19.		<b>Final Redemption Amount of each Note</b>	GBP 1,000 per Calculation Amount
20.		<b>Early Redemption Amount</b>	GBP 1,000 per Calculation Amount
		Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early:	

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

21.	<b>Form of Notes:</b>	<b>Bearer Notes:</b>
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note
22.	New Global Note:	Yes
23.	Additional Financial Centre(s):	Not Applicable
24.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of Compass Group PLC:  
*as Issuer*

A handwritten signature in black ink, appearing to be 'Jah', written over a dotted line.

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading      Application will be made by Compass Group PLC (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and have been admitted to the official list of the United Kingdom Listing Authority with effect from the Issue Date.

### 2. RATINGS

- Ratings:      The Notes to be issued have been rated:  
  
S & P: A stable  
  
Moody's: A3 stable

### 3. REASONS FOR THE OFFER AND USE OF PROCEEDS

General corporate purposes (which includes the payment of dividends).

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 5. TOTAL EXPENSES AND NET PROCEEDS

- (i) Total Net Proceeds      GBP 298,539,000.00  
  
(ii) Estimated total expenses:      £3,600

### 6. YIELD

Indication of yield:      2.020 per cent. per annum

### 7. OPERATIONAL INFORMATION

ISIN Code:      XS1637093920

Common Code:      163709392

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):      Not Applicable

Delivery:      Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):      Not Applicable

### 8. DISTRIBUTION

- (i) US Selling Restrictions:      Reg. S Compliance Category 2; TEFRA D  
  
(ii) If syndicated, names and addresses of Managers and underwriting      *The Managers*  
**Barclays Bank PLC**

commitments:

5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom

**Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

**HSBC Bank plc**

8 Canada Square  
London E14 5HQ  
United Kingdom

**Merrill Lynch International**

2 King Edward Street  
London EC1A 1HQ  
United Kingdom

- |       |   |                                  |
|-------|---|----------------------------------|
| (iii) | Stabilising Manager(s) (if any):                        | Citigroup Global Markets Limited |
| (iv)  | If non-syndicated, name and address of relevant Dealer: | Not Applicable                   |
| (v)   | Additional selling restrictions:                        | Not Applicable                   |
| (vi)  | Prohibition of Sales to EEA Retail Investors:           | Applicable                       |